Listing of Claims:

The listing of the claims which follows replaces any and all prior versions and/or listings of the claims in the application.

1. (Original) A compound represented by Formula I

$$(R^{12})_{0-2}$$
 $(R^{12})_{0-2}$
 $(R^{11})_{0-3}$
 $(R^{11})_{0-3}$

or a pharmaceutically acceptable salt or hydrate thereof, wherein:

n and m are each independently 0, 1 or 2;

J is selected from NR^1 or $C(R^1)(R^2)$;

K is selected from NR^3 or $C(R^3)(R^4)$;

L is selected from NR^5 or $C(R^5)(R^6)$;

$$\label{eq:Xisabond} X \text{ is a bond, } -C(O), -N(R^{14})\text{--}, -N(R^{14})\text{--}C(O)\text{--}, -C(O)\text{--}N(R^{14})\text{--}, -N(R^{14})\text{--}S(O)_k\text{--}, -N(R^{14})\text{--}C(O)\text{--}NH\text{--} or -S(O)_k\text{--}N(R^{14});$$

k is 0, 1 or 2;

R1 and R10 are each independently selected from the group consisting of:

- (1) C₁₋₆alkyl,
- (2) C₂₋₆alkenyl,
- (3) C₂₋₆akynyl,
- (4) C3-6cycloalkyl,
- (5) C₁₋₆alkoxy,
- (6) C_{1-6} alkyl- $S(O)_{k-}$, wherein k is 0, 1 or 2,
- (7) aryl,
- (8) aryl C₁₋₆alkyl,

- (9) HET,
- (10) -C₁-6alkyl-HET,
- (11) aryloxy,
- (12) aroyloxy,
- (13) aryl C₂-6alkenyl,
- (14) aryl C₂₋₆alkynyl,
- (15) hydrogen,
- (16) hydroxyl and
- (17) cyano

wherein items (1) to (6) above and the alkyl portions of items (8) and (10) above and the alkenyl portion of item (13) above and the alkynyl portion of item (14) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, oxo, OR^{13} , $N(R^{14})_2$, C_3 -6cycloalkyl and C_1 -6alkyl- $S(O)_k$ -, wherein k is 0, 1 or 2, and

wherein items (7), (9), (11) and (12) above and aryl portion of items (8), (13) and (14) above and the HET portion of item (10) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of:

- (a) halo,
- (b) OR^{13} ,
- (c) $N(R^{14})_2$,
- (d) C₁-6alkyl,
- (e) C2-6alkenyl,
- (f) C₂-6akynyl,
- (g) C_{1-6} alkyl- $S(O)_{k-}$, wherein k is 0, 1 or 2,
- (h) aryl,
- (i) $aryl-S(O)_k$ -, wherein k is 0, 1 or 2,
- (j) HET,
- (k) aryl C₁-6alkyl,
- (l) aroyl,
- (m) aryloxy,
- (n) aryl C₁₋₆alkoxy,
- (o) CN and
- (p) C₃₋₆cycloalkyl,

wherein items (d) to (g) and (p) above and the alkyl portions of item (k) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR¹³ and N(R¹⁴)₂, and

wherein items (h), (i), (j), (l) and (m) above and the aryl portions of items (k) and (n) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR¹³ and C₁-4alkyl,

R², R³, R⁴, R⁵ and R⁶ are each independently selected from the group consisting of:

- (1) hydrogen,
- (2) halo,
- (3) C₁₋₆alkyl,
- (4) C2-6alkenyl,
- (5) C2-6akynyl,
- (6) C3-6cycloalkyl,
- (7) C₁₋₆alkoxy,
- (8) C_{1-6} alkyl- $S(O)_{k-}$, wherein k is 0, 1 or 2,
- (9) aryl,
- (10) aryl C₁-6alkyl,
- (11) HET and
- (12) -C₁₋₆alkyl-HET,

wherein items (3) to (8) above and the alkyl portions of items (10) and (12) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR^{13} , $N(R^{14})_2$ and $C_{1\text{-}6}$ alkyl- $S(O)_{k\text{-}}$, wherein k is 0, 1 or 2; and

wherein items (9) and (11) and the aryl portion of items (10) and the HET portion of item (12) are optionally substituted from one up to the maximum number of substituable positions with a substituent independently selected from the group consisting of:

- (a) halo,
- (b) OR^{13} .
- (c) $N(R^{14})_2$,
- (d) C₁-6alkyl,
- (e) C₂₋₆alkenyl,
- (f) C2-6akynyl and
- (g) C_{1-6} alkyl- $S(O)_{k-}$, wherein k is 0, 1 or 2,

wherein items (d) to (g) above are optionally substituted with from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR^{13} and $N(R^{14})_2$,

or R1 and R3 or R3 and R5 may be joined together to form a double bond;

R⁷ is selected from the group consisting of:

- (1) hydrogen,
- (2) OR^{13} ,
- (3) C₁₋₄alkyl,
- (4) aryl and
- (5) aryl C₁₋₄alkyl,

wherein item (3) above and the alkyl portion of item (5) above are optionally substituted with from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR 13 and N(R 14)2, and

wherein item (4) above and the aryl portion of item (5) above are optionally substituted with from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of:

- (a) halo,
- (b) OR^{13} .
- (c) $N(R^{14})_2$,
- (d) C₁₋₆alkyl,
- (e) C₂₋₆alkenyl and
- (f) C2-6akynyl,

wherein items (d) to (f) above are optionally substituted with from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR^{13} and $N(R^{14})_2$;

each Y₁, Y₂ and Y₃ are independently selected from the group consisting of:

- (1) hydrogen,
- (2) $-O-R^9$.
- (3) $-S(O)_k-R^9$, wherein k is 0, 1 or 2,
- (4) -C-W-R9, wherein W is O or S(O)k,
- (5) $-N(R^{15})2$,
- (6) $-S(O)_k-N(R^{15})_2$,
- (7) $-N(R^{15})-S(O)k-N(R^{15})_2$,
- (8) NO₂,
- (9) $-C(O)-R^{15}$,
- (10) -C(O)O-R¹⁵,
- (11) -CN,
- (12) halo,

- (13) $-O-S(O)_k-R^{15}$ and
- (14) C₁-4alkyl, optionally substituted with from 1 to 6 halo groups,

with the proviso that when Y₂ is hydrogen, Y₃ is $-C(O)-R^{15}$, R¹⁵ is C₁₋₆alkyl and X is -C(O) then R¹⁰ is not C₁₋₆alkyl, and

with the proviso that when Y2 is $-C(O)-R^{15}$, Y3 is hydrogen, R^{15} is C_{1-6} alkyl and X is -C(O) then R^{10} is not C_{1-6} alkyl, and

with the proviso that when Y₂ and Y₃ are both hydrogen, X is a bond and R¹⁰ is HET, then said HET is defined as a 5-membered aromatic or non-aromatic monocyclic ring containing 1-3 heteroatoms selected from O, S and N,

 R^8 is selected from the group consisting of: hydrogen, $C_{1\text{-}6}$ alkyl, $C_{1\text{-}6}$ alkyl- $C_{1\text{-}6}$ alkyl- $C_{1\text{-}6}$ alkyl- $C_{1\text{-}6}$ alkyl- $C_{1\text{-}6}$ alkyl- $C_{1\text{-}6}$ alkyl portion is optionally mono, di or tri substituted with halo; or where R^8 and

-XR10 together with the carbon atom to which they are attached form the spiro group:

R⁹ is selected from the group consisting of: hydrogen, C₁₋₁₂alkyl and aryl, wherein C₁₋₁₂alkyl and aryl are optionally substituted from one up to the maximum number of substituents with halo;

each R11, R12 and R16 is independently selected from the group consisting of:

- (1) hydrogen,
- (2) halo,
- (3) C₁₋₆alkyl,
- (4) C₂₋₆alkenyl,
- (5) C₁₋₆alkoxy and
- (6) hydroxy,

wherein items (3) to (5) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR^{12} , $N(R^{13})_2$ and C_{1-6} alkyl- $S(O)_k$ -, wherein k is 0, 1 or 2,

or R¹⁶ may additionally be hydrogen;

each R^{13} and R^{14} is independently selected from the group consisting of hydrogen and C_{1-4} alkyl, optionally substituted from one up to the maximum number of substitutable positions with halo; and

each R^{15} is independently selected from the group consisting of: hydrogen, C_{1-6} alkyl, aryl and C_{1-12} alkoxycarbonyl, wherein said C_{1-6} alkyl and C_{1-12} alkoxycarbonyl are optionally substituted from one up to the maximum number of substituable positions with halo and said aryl is optionally substituted from one up to the maximum number of substituable positions with halo and C_{1-4} alkyl, optionally substituted with 1-3 halo groups.

2. (Original) A compound according to Claim 1 wherein:

J is NR¹;

K is NR³;

L is $C(R^5)(R^6)$; and

R³ and R⁵ are joined together to form a double bond.

3. (Original) A compound according to Claim 1 of Formula Ia:

$$(R^{12})_{0-2}$$
 Y_1 M Y_2 $X-R^{10}$ X_1 X_2 X_3 X_4 X_4 X_4 X_5 X_5 X_7 X_8 $X_$

Ia

- 4. (Original) A compound according to Claim 1 wherein R¹ is phenyl or pyridyl said phenyl or pyridyl or optionally mono or di-substituted with a substituent independently selected from the group consisting of:
 - (a) halo,
 - (b) OCH₃,
 - (d) CH₃,
 - (e) CN.

5. to 10. (Canceled)

11. (Original) A compound according to Claim 1 wherein

X is a bond, -C(O), $-N(R^{14})$ -, $-N(R^{14})$ -C(O)-, -C(O)- $N(R^{14})$ -, $-N(R^{14})$ -C(O)-NH-;

Y₁ is hydrogen;

R1 is phenyl, optionally mono or di-substituted with halo;

R⁷ is methyl.

R¹¹ is hydrogen;

R¹² is hydrogen;

R¹⁴ is hydrogen or methyl;

R¹⁶ is hydrogen; and

R10 are each independently selected from the group consisting of:

- (1) C₁₋₄alkyl,
- (2) C₂₋₄alkenyl,
- (3) C₂₋₄akynyl,
- (4) C3-6cycloalkyl,
- (5) C₁₋₄alkoxy,
- (6) aryl,
- (7) aryl C₁₋₄alkyl,
- (8) HET,
- (9) -C₁₋₄alkyl-HET,
- (10) aryloxy,
- (11) aroyloxy,
- (12) aryl C₂₋₄alkenyl,
- (13) aryl C₂₋₆alkynyl,

wherein items (1) to (5) above and the alkyl portions of items (7) and (9) above and the alkenyl portion of item (12) above and the alkynyl portion of item (13) above are optionally substituted with from one to three substituents independently selected from the group consisting of: halo, OR^{13} , $N(R^{14})_2$, C_3 -6cycloalkyl and C_1 -6alkyl- $S(O)_k$ -, wherein k is 0, 1 or 2, and

wherein items (6), (8), (10) and (11) above and aryl portion of items (7), (12) and (13) above and the HET portion of item (9) above are optionally substituted with from one to three substituents independently selected from the group consisting of:

- (a) halo,
- (b) OR^{13} .
- (c) $N(R^{14})_2$,
- (d) C₁₋₄alkyl,
- (e) C2-4alkenyl,
- (f) C2-4akynyl,

- (g) aryl,
- (h) HET,
- (i) aryl C₁₋₆alkyl,
- (j) aroyl,
- (k) aryloxy,
- (l) aryl C₁₋₆alkoxy and
- (m) CN,

wherein items (d) to (f) above and the alkyl portions of item (i) above are optionally substituted from with one to three substituents independently selected from the group consisting of: halo, OR^{13} and $N(R^{14})_2$, and

wherein items (g), (h), (j) and (k) above and the aryl portions of items (i) and (l) above are optionally substituted with from one to three substituents independently selected from the group consisting of: halo, OR¹³ and C₁-4alkyl,

12. (Original) A compound according to Claim 1 of Formula Ib

Ιb

wherein:

m is 0 or 1,

n is 0 or 1,

R1 is phenyl, optionally mono or di-substituted with halo;

R¹⁰ are each independently selected from the group consisting of:

- (1) C₁₋₆alkyl,
- (2) C₂₋₆alkenyl,
- (3) C2-6akynyl,
- (4) C₃₋₆cycloalkyl,
- (5) C₁₋₆alkoxy,
- (6) C_{1-6} alkyl- $S(O)_{k-}$, wherein k is 0, 1 or 2,
- (7) aryl,
- (8) aryl C₁₋₆alkyl,

- (9) HET,
- (10) -C₁-6alkyl-HET,
- (11) aryloxy,
- (12) aroyloxy,
- (13) aryl C₂-6alkenyl,
- (14) aryl C₂₋₆alkynyl,
- (15) hydrogen, and
- (16) hydroxy

wherein items (1) to (6) above and the alkyl portions of items (8) and (10) above and the alkenyl portion of item (13) above and the alkynyl portion of item (14) above are optionally substituted with from one to three substituents independently selected from the group consisting of: halo, OR^{13} , $N(R^{14})_2$, C_{3-6} cycloalkyl and C_{1-6} alkyl- $S(O)_{k^-}$, wherein k is 0, 1 or 2, and

wherein items (7), (9), (11) and (12) above and aryl portion of items (8), (13) and (14) above and the HET portion of item (10) above are optionally substituted with from one to three substituents independently selected from the group consisting of:

- (a) halo,
- (b) OR^{13} ,
- (c) $N(R^{14})_2$,
- (d) C₁₋₆alkyl,
- (e) C2-6alkenyl,
- (f) C2-6akynyl,
- (g) C_{1-6} alkyl- $S(O)_{k-}$, wherein k is 0, 1 or 2,
- (h) aryl
- (i) $aryl-S(O)_k$ -, wherein k is 0, 1 or 2,
- (j) HET,
- (k) aryl C₁-6alkyl,
- (l) aroyl,
- (m) aryloxy,
- (n) aryl C₁₋₆alkoxy and
- (o) CN,

wherein items (d) to (g) above and the alkyl portions of item (k) above are optionally substituted from one to three substituents independently selected from the group consisting of: halo, OR^{13} and $N(R^{14})_2$, and

wherein items (h), (i), (j), (l) and (m) above and the aryl portions of items (k) and (n) above are optionally substituted from one to three substituents independently selected from the group consisting of: halo, OR13 and C1-4alkyl,

each R¹³ and R¹⁴ is independently selected from the group consisting of hydrogen and C₁₋₄alkyl, optionally substituted from one to three halo groups;

R¹⁶ and each R¹¹ are independently selected from the group consisting of:

- (1) hydrogen,
- (2) halo,
- (3) methyl,
- (4) methoxy, and
- (5) hydroxy;

Y₁ and Y₂ are each selected from the group consisting of:

- (1) hydrogen,
- (2) hydroxy,
- (3) halo,
- (4) methyl,
- (5) -NO₂,
- (6) -CN,
- (6) mono, di or tri halo substituted methyl,

X is a bond, -C(O), $-N(R^{14})$ -, $-N(R^{14})$ -C(O)-, -C(O)- $N(R^{14})$ -,

 $-N(R^{14})-S(O)_{k-}$, $-N(R^{14})-C(O)-NH-$ or $-S(O)_{k-}N(R^{14})$;

- 13. (Original) A compound according to Claim 12 wherein Y_1 , R^{11} and R^{16} are each hydrogen.
 - 14. (Original) A compound according to Claim 12 of Formula Ic:

wherein

n is 0 or 1,

R1 is phenyl, optionally mono or di-substituted with halo;

R¹⁰ is selected from the group consisting of:

- (1) C_{1-6} alkyl,
- (2) C₂₋₆alkenyl,

- (3) C2-6akynyl,
- (4) C₃₋₆cycloalkyl,
- (5) C₁-6alkoxy,
- (6) C_{1-6} alkyl- $S(O)_{k-}$, wherein k is 0, 1 or 2,
- (7) aryl,
- (8) aryl C₁-6alkyl,
- (9) HET,
- (10) -C₁-6alkyl-HET,
- (11) aryloxy,
- (12) aroyloxy,
- (13) aryl C₂₋₆alkenyl,
- (14) aryl C2-6alkynyl,
- (15) hydrogen, and
- (16) hydroxy

wherein items (1) to (6) above and the alkyl portions of items (8) and (10) above and the alkenyl portion of item (13) above and the alkynyl portion of item (14) above are optionally substituted with from one to three substituents independently selected from the group consisting of: halo, OR^{13} , $N(R^{14})_2$, C_3 -6cycloalkyl and C_1 -6alkyl- $S(O)_k$ -, wherein k is 0, 1 or 2, and

wherein items (7), (9), (11) and (12) above and aryl portion of items (8), (13) and (14) above and the HET portion of item (10) above are optionally substituted with from one to three substituents independently selected from the group consisting of:

- (a) halo,
- (b) OR^{13} ,
- (c) $N(R^{14})_2$,
- (d) C₁₋₆alkyl,
- (e) C₂₋₆alkenyl,
- (f) C2-6akynyl,
- (g) C_1 -6alkyl-S(O)_k-, wherein k is 0, 1 or 2,
- (h) aryl,
- (i) $aryl-S(O)_k$ -, wherein k is 0, 1 or 2,
- (i) HET,
- (k) aryl C₁₋₆alkyl,
- (l) aroyl,
- (m) aryloxy,
- (n) aryl C₁-6alkoxy and
- (o) CN,

wherein items (d) to (g) above and the alkyl portions of item (k) above are optionally substituted with from one to three substituents independently selected from the group consisting of: halo, OR^{13} and $N(R^{14})_2$, and

wherein items (h), (i), (j), (l) and (m) above and the aryl portions of items (k) and (n) above are optionally substituted with from one to three substituents independently selected from the group consisting of: halo, OR 13 and C1-4alkyl,

each R¹³ and R¹⁴ is independently selected from the group consisting of hydrogen and C₁₋₄alkyl, optionally substituted with from one to three halos;

R¹⁶ and each R¹¹ are independently selected from the group consisting of:

- (1) hydrogen,
- (2) halo,
- (3) methyl,
- (4) methoxy, and
- (5) hydroxy;

Y₁ and Y₂ are each selected from the group consisting of:

- (1) hydrogen,
- (2) hydroxy,
- (3) halo,
- (4) methyl,
- (5) -NO₂,
- (6) -CN,
- (6) mono, di or tri halo substituted methyl,

X is a bond, -C(O), $-N(R^{14})$ -, $-N(R^{14})$ -C(O)-, -C(O)- $N(R^{14})$ -, $-N(R^{14})$ - $S(O)_k$ -, $-N(R^{14})$ -C(O)-NH- or $-S(O)_k$ - $N(R^{14})$;

 $15. \qquad (Original) \ The \ compound \ according \ to \ Claim \ 13 \ wherein \\ X \ is \ a \ bond, \ -C(O), -N(R^{14})-, -N(R^{14})-C(O)-, -C(O)-N(R^{14})-, -N(R^{14})-C(O)-NH-; \\ R^{13} \ and \ R^{14} \ are \ each \ independently \ selected \ from \ hydrogen \ or \ methyl; \ and \\ R^{10} \ are \ each \ independently \ selected \ from \ the \ group \ consisting \ of:$

- (1) C₁₋₄alkyl,
- (2) C₂₋₄alkenyl,
- (3) C_{2-4} akynyl,
- (4) C₃₋₆cycloalkyl,
- (5) C₁₋₄alkoxy,
- (6) aryl,
- (7) aryl C₁₋₄alkyl,
- (8) HET,

- (9) -C₁-4alkyl-HET,
- (10) aryloxy,
- (11) aroyloxy,
- (12) aryl C₂₋₄alkenyl,
- (13) aryl C2-6alkynyl,

wherein items (1) to (5) above and the alkyl portions of items (7) and (9) above and the alkenyl portion of item (12) above and the alkynyl portion of item (13) above are optionally substituted with from to three substituents independently selected from the group consisting of: halo, OR^{13} , $N(R^{14})_2$, C_3 -6cycloalkyl and C_1 -6alkyl- $S(O)_k$ -, wherein k is 0, 1 or 2, and

wherein items (6), (8), (10) and (11) above and aryl portion of items (7), (12) and (13) above and the HET portion of item (9) above are optionally substituted with from one to three substituents independently selected from the group consisting of:

- (a) halo,
- (b) OR^{13} ,
- (c) $N(R^{14})_2$,
- (d) C₁₋₄alkyl,
- (e) C2-4alkenyl,
- (f) C2-4akynyl,
- (g) aryl,
- (h) HET,
- (i) aryl C₁-6alkyl,
- (j) aroyl,
- (k) aryloxy,
- (l) aryl C₁₋₆alkoxy and
- (m) CN,

wherein items (d) to (f) above and the alkyl portions of item (i) above are optionally substituted with from one to three substituents independently selected from the group consisting of: halo, OR^{13} and $N(R^{14})_2$, and

wherein items (g), (h), (j) and (k) above and the aryl portions of items (i) and (l) above are optionally substituted with from one to three substituents independently selected from the group consisting of: halo, OR¹³ and C₁₋₄alkyl.

 $16. \qquad (Original) \ \ \, The compound according to Claim 15 \ wherein \\ X \ is a \ bond, \ -C(O), -N(R^{14})-, -N(R^{14})-C(O)-, -C(O)-N(R^{14})-, -N(R^{14})-C(O)-NH-; \\ R^{13} \ and \ R^{14} \ are each \ independently \ from \ hydrogen \ or \ methyl; \ and$

R10 are each independently selected from the group consisting of:

- (1) C₃₋₆cycloalkyl,
- (2) aryl,
- (3) aryl C₁-4alkyl,
- (4) HET,
- (5) -C₁₋₄alkyl-HET,
- (6) aryl C₂-4alkenyl,

wherein item (1) above and the alkyl portions of items (3) and (5) above and the alkenyl portion of item (8) above are optionally substituted with from one to three substituents independently selected from the group consisting of: halo, OR_{13} , $N(R_{14})_2$, and

wherein the aryl portion of items (2), (3), (6) and the HET portion of item (4) and (5) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of:

- (a) halo,
- (b) OR^{13} .
- (c) $N(R^{14})_2$,
- (d) C₁₋₄alkyl,
- (e) C2-4alkenyl,
- (f) C₂₋₄akynyl,
- (g) aryl,
- (h) HET,
- (i) aryl C₁-6alkyl,
- (j) aroyl,
- (k) aryloxy,
- (l) aryl C₁₋₆alkoxy and
- (m) CN,

wherein items (d) to (f) above and the alkyl portions of item (i) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR^{13} and $N(R^{14})_2$, and

wherein items (g), (h), (j) and (k) above and the aryl portions of items (i) and (l) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR¹³ and C₁₋₄alkyl.

17. (Original) The compound according to Claim 16 wherein R10 are each independently selected from the group consisting of:

(1) C3-6cycloalkyl,

- (2) aryl,
- (3) aryl C₁-4alkyl,
- (4) HET,
- (5) -C₁₋₄alkyl-HET,
- (6) aryl C₂-4alkenyl,

wherein item (1) above and the alkyl portions of items (3) and (5) above and the alkenyl portion of item (8) above are optionally substituted with from one to three substituents independently selected from the group consisting of: halo, OR^{13} , $N(R^{14})_2$, and

wherein the HET portion of item (4) and (5) are optionally substituted with from one to three substituents selected from the group consisting of C_1 -4alkyl and aryl, and wherein the aryl portion of items (2), (3), (6) above are optionally substituted with from one to three substituents independently selected from the group consisting of:

- (a) halo,
- (b) OR^{13} .
- (c) $N(R^{14})_2$,
- (d) C₁₋₄alkyl,
- (e) C₂₋₄alkenyl,
- (f) C₂₋₄akynyl,
- (g) aryl,
- (h) HET,
- (i) aryl C₁-6alkyl,
- (j) aroyl,
- (k) aryloxy,
- (1) aryl C₁₋₆alkoxy and
- (m) CN,

wherein items (d) to (f) above and the alkyl portions of item (i) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR¹³ and N(R¹⁴)2, and

wherein items (g), (h), (j) and (k) above and the aryl portions of items (i) and (l) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR¹³ and C₁-4alkyl.

- 18. (Original) The compound according to Claim 3 wherein Y₂ is CF₃.
- 19. (Original) The compound according to Claim 18 wherein R^{10} is selected from the group consisting of:

- (1) phenyl,
- (2) benzyl, and
- (3) HET, wherein HET is a 5-membered aromatic or non-aromatic monocyclic ring containing 1-3 heteroatoms selected from O, S and N,

wherein groups (1) to (3) above are optionally substituted with 1 to 3 substituents independently selected from the group consisting of:

- (a) halo,
- (b) C₁-4alkyl, optionally substituted with hydroxy or 1 to 3 halo groups,
- (c) C₁-4alkoxy, optionally substituted with 1 to 3 halo groups,
- (d) NH2,
- (e) hydroxy, and
- (e) phenyl or benzyl.
- 20. (Original) The compound according to Claim 3 wherein Y_2 is hydrogen, X is a bond and R^{10} is HET, wherein HET is a 5-membered aromatic or non-aromatic monocyclic ring containing 1-3 heteroatoms selected from O, S and N.
- 21. (Original) The compound according to Claim 20 wherein HET is selected from oxazolyl and imidazolyl.
 - 22. (Original) A compound selected from the group consisting of:

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3	CF ₃
	F
4	CF ₃
5	CF ₃ HN O HN O
6	CF ₃ HN O HN F
7	CF ₃
8	CF ₃

9	CF ₃
	F
10	CF ₃
	F
11	CF ₃
12	F CF ₃ HN Br
13	CF ₃
14	CF ₃ HN OFF

15	CF ₃
	H
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16	CF ₃
	N H M O
	HN F
	F
17	CF ₃
	HN CI
10	F C
18	CF ₃
	N HN F F
19	F CF ₃
	NN HN O
	HN HN
	F
20	T I H CF3
	N HN O
	N- VIIII
	N N
	I F

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22 CF3		
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23 CF ₃ HN F CF ₃ HN F CF ₃ HN F CF ₃		
23 CF ₃ HN F CF ₃ HN F CF ₃ HN F CF ₃		
23 CF ₃ HN F CF ₃ HN F CF ₃ HN F CF ₃		I F
23 CF ₃ HN HN CF ₃ F CF ₃ HN CF ₃	22	CF ₃
23 CF ₃ HN CF ₃ F CF ₃ HN CF ₃ F CF ₃		<i>"</i>
24 CF ₃ HN CF ₃ F CF ₃ CF ₃ CF ₃ CF ₃		N, HN
24 CF ₃ HN CF ₃ F CF ₃ CF ₃ CF ₃ CF ₃		
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24 CF ₃ H CF ₃ CF ₃ CF ₃ CF ₃		ツ. ル 人 丿 HN へ
25 FF CF3		
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25 HN CF ₃		
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NN HN O		N, HN
I F] F
26 CF ₃	26	CF ₃
N, HN F		N HN F
l F		l F

27	CF ₃ HN CI
28	CF ₃ HN O
29	CF ₃
30	CF ₃ HN OH
31	CF ₃ HN OH
32	CF ₃ HN O

33	CF ₃ HN CI
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34	CF ₃
	F
35	CF ₃ N H OH
36	CF ₃
37	CF ₃ HN F F F
38	CF ₃ HN O F F F

39	CF ₃ HN O
40	CF ₃
41	CF ₃
42	CF ₃
43	CF ₃

44	CF ₃
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45	CF ₃
	N S S
	N N N N N N N N N N N N N N N N N N N
	F
46	CF ₃
	N N N N N N N N N N N N N N N N N N N
	N N N N N N N N N N N N N N N N N N N
	F
47	CF ₃
	N H
48	F CF ₃
	H, OH
	N N
	F

49	ÇF ₃
	H H
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50	CF ₃
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54	CF ₃ H N
	F
55	CF ₃ H N N
	F
56	F O CF ₃ H N N N N N N N N N N N N N N N N N N
57	CF ₃ H N N N N N N N N N N N N N N N N N N
58	CF ₃ H N N F

59	CF ₃ H N O F
60	CF ₃ H N OH
61	CF ₃ NH ₂ NH ₂
62	CF ₃
63	CF ₃
64	CF ₃

65	✓CF ₃
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66	F CF₃
66	■ <u>H</u>
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70	CF ₃
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78	CF ₃
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79	F CF ₃
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80	CF ₃
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81	F CF ₃
	NNH NH
	N O N H
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82	CO₂Me
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86	CO₂Me
	N H CO ₂ Me
87	F
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88	É
00	CF ₃ "/CO ₂ Me
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89	É
	CF ₃ CO ₂ Me
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90	F
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91	N CO ₂ Me
92	N H CO ₂ Me
93	CO ₂ Me N N CO ₂ Me
94	CF ₃ HCO ₂ Me
95	N N H N O O

96	<u> </u>
	N H HO
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97	
	N H CO ₂ Me
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98	F
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101	HN
	N N N N N N N N N N N N N N N N N N N
	F
102	N H N N
	F
103	CO ₂ Me
	NNHCO ₂ Me
104	F CO₂Me
	N H CO ₂ Me
	H F

	0.5
105	CF ₃
	F
106	CF ₃
107	CF ₃ HN CF ₃ CF ₃
108	CF ₃ HN CF ₃ CF ₃
109	CF ₃
110	CF ₃ N H H N F

111	CF ₃
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112	CF ₃
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116	CF ₃
	N H N O

117	CF ₃
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118	CF ₃
	NNH NH
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119	CF ₃
	NH NH
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120	F CF ₃
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121	CF ₃
	N NH NH
	NN NH
122	CF ₃
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123	CF ₃
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124	CF ₃
	N NH
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125	F CF ₃
	NH NH
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126	CF ₃
	NH I
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127	F CF ₃
	NH ,
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128	CF ₃
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129	CF ₃
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130	CF ₃
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131	CF ₃
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132	~ \\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\
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133	CF ₃
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134	CF ₃
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137	F CF ₃
	NH H
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140	F CF ₃
140	. . ∥ ∄]
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23. (Original) A pharmaceutical composition comprising a compound according to Claim 1 in combination with a pharmaceutically acceptable carrier.

- 24. (Withdrawn) A method for treating a glucocorticoid receptor mediated disease or condition in a mammalian patient in need of such treatment comprising administering the patient a compound according to Claim 1 in an amount that is effective for treating the glucocorticoid receptor mediated disease or condition.
 - 25. to 28. (Canceled)
 - 29. (Original) A compound according to Claim 1 of Formula Id

or a pharmaceutically acceptable salt thereof, wherein

 R^{10} is a 5-membered aromatic or non-aromatic mono-cyclic ring containing 1-3 heteroatoms selected from O, S, and N, and

R¹⁰ is mono-substituted with phenyl, wherein phenyl is optionally substituted with 1-3 substituents independently selected from halo, C₁₋₄alkyl and C₁₋₄alkoxy.

- 30. (Original) The compound according to Claim 29 wherein R¹⁰ is oxazolyl, oxadiazolyl or thiazolyl.
 - 31. (Canceled)